

EXHIBIT B

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC,	:	Index No.
Plaintiff,	:	
- against -	:	
GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive,	:	
Defendants.	x	

SUMMONS

To the above-named Defendants:

- **Google LLC**, c/o Corporation Service Company, 80 State Street, Albany, New York, 12207.
- **Alphabet Inc.**, c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware, 19808.
- **XXVI Holdings Inc.**, c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware, 19808.

You are hereby summoned to answer the complaint in this action and to serve a copy of your answer, or, if the complaint is not served with this summons, to serve a notice of appearance, on the Plaintiffs' attorney within 20 days after the service of this summons, exclusive of the day of service (or within 30 days after the service is complete if this summons is not personally delivered to you within the State of New York); and in case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in the complaint.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

Venue was designated based upon CPLR 501 and CPLR 503(c).

Dated: New York, New York
February 23, 2018

Respectfully submitted,

DAVIS WRIGHT TREMAINE LLP

By: /s/ Geoffrey S. Brounelli

Geoffrey S. Brounelli
1251 Avenue of the Americas, 21st floor
New York, New York 10020
Tel: (212) 489-8230
Fax: (212) 489-8340
geoffreybrounelli@dwt.com

Bruce Isaacs (*pro hac vice* forthcoming)
Robert Wyman (*pro hac vice* forthcoming)
865 S Figueroa Street, Suite 2400
Los Angeles, CA 90017
Tel: (213) 633-6808
Fax: (213) 633-6899
bruceisaacs@dwt.com
bobwyman@dwt.com

Attorneys for Plaintiff

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC,	:	Index No.
Plaintiff,	:	
COMPLAINT		
- against -		
GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive,	:	
Defendants.	:	X

SM Kids, LLC, a Delaware limited liability company, as the successor-in-interest to Stelor Productions, LLC (“Stelor”), alleges against Defendants Google Inc., a Delaware limited liability company, Alphabet Inc., a Delaware corporation, XXVI Holdings Inc., a Delaware corporation (collectively, “Google”), and Does 1- 100, inclusive, as follows:

INTRODUCTION

1. Before there was “Google,” there was “Googles,” a multimedia platform for children. Googles, founded in the mid-1990s, develops music, books, animated series, and other media such as live action short form and reality-based content with the goal of providing children with guidance and support through the use of fun, safe, and educational messages. At all times relevant to this lawsuit, Stelor possessed the rights to Googles, including ownership of certain trademark registrations for Googles and design and the googles.com domain name and website.
2. In 2008, Google — not yet the world-dominating behemoth it is today — reached an agreement with Stelor to settle litigation arising out of the understandable confusion between

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

the “Google” and “Googles” brands (the “Settlement Agreement” or “Agreement”). As part of the Settlement Agreement, Google agreed not to make any material modifications to its then-current offering of search engine-related products or services in a manner that would likely create confusion with Stelor’s children’s-related multimedia business, including, for example, by creating, designing, or publishing products that provide fictional children’s-related content.

3. By consenting to the Settlement Agreement, Stelor permitted Google to move forward with the Google trademark, tradename, domain name, and website, thereby enabling Google to grow into a company that is currently valued at more than \$800 billion (a market cap of approximately \$800 billion as of the filing of this complaint). In exchange, Stelor asked for — and Google agreed to make — one simple concession: not to modify its business to create confusion or compete with Stelor’s children’s-related multimedia platform.

4. Notwithstanding this Agreement, Google has since made intentional business decisions in violation of this written promise — decisions that have debilitated Stelor’s business. First, Google created “Google Play,” a digital service operated and developed by Google that curates, publishes, distributes, and sells, among other things, children’s content in the form of mobile applications or “apps,” games, music, books, movies, television shows, magazines, and more. Second, Google launched “YouTube Kids,” a stand-alone mobile application built specifically for children and child-appropriate content; as described by Google, YouTube Kids is “the first Google product built from the ground up with little ones in mind.” YouTube Kids curates, publishes, and distributes, among other things, children’s content in the form of videos, including original children’s programming developed by Google. Consumers visiting the YouTube Kids website are made aware that YouTube Kids is a web product / service provided by Google and marketed under the Google banner. Since 2008, Google has also made numerous

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

other modifications to its offering of products and services that have created confusion with Stelor's children's-related multimedia business, including the purchase of Launchpad Toys, its "Toontastic" App, and other offerings of children's-related products and services.

5. The release of these products and services constitutes an unequivocal breach of the Settlement Agreement by Google. By so doing, Google has severely damaged Stelor's business: investors and financiers are unwilling to provide capital to Stelor to promote its children's-related multimedia content business under the name Googles because they are concerned that Google has already prevented Stelor from progressing with and growing its business. In other words, Google has acted to undermine the purpose of the parties' Agreement by preventing Stelor from functioning within the very space carved out for Googles in the Settlement Agreement: children's multimedia content. In this respect, Google has precluded Stelor from realizing the intended benefits of the Settlement Agreement for which it bargained while at the same time reaping billions of dollars in value for the use of its Google trademark allowed under the Settlement Agreement.

6. Alphabet's corporate motto is "Do the right thing," a corollary to Google's famous "Don't be evil." Unfortunately, in this case, Google did the wrong thing: in an effort to achieve ever-increasing profits and market share domination, Google disregarded a contractual agreement that enabled it to secure such lofty profits in the first place. In this lawsuit, Stelor seeks to hold Google accountable for its broken promises.

THE PARTIES

7. SM Kids, LLC is a Delaware limited liability company. SM Kids, LLC is the successor-in-interest to Stelor Productions, LLC. SM Kids, LLC owns and controls all of the assets of Stelor Productions, LLC including, but not limited to, all of its business assets, all trademarks, all tradenames, all domain names, all websites and the goodwill associated

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
 NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

therewith. In this respect, SM Kids, LLC, LLC is the owner of the Googles trademark, trademark, domain name and website and is the successor-in-interest to the Settlement Agreement and all rights and benefits set forth therein. For ease of reference, and as set forth above, SM Kids, LLC as the successor-in-interest to Stelor Productions, LLC, is referred to in the Complaint as "Stelor."

8. Google LLC is a Delaware limited liability company that conducts business in New York and within the State of New York, County of New York.

9. Alphabet Inc. is a Delaware corporation that conducts business in New York and within the State of New York, County of New York.

10. XXVI Holdings Inc. is a Delaware corporation that conducts business in New York and within the State of New York, County of New York.

11. The true names and capacities of Defendants sued as Does 1 through 100, inclusive, are currently unknown to Stelor at this time, who therefore sues these Defendants by such fictitious names. Stelor will seek leave to amend this Complaint to insert the true names and capacities of the fictitiously named Defendants when they are ascertained. Stelor is informed and believes, and based thereon alleges, that each of the Defendants sued as Does 1 through 100 is in some manner responsible or liable for the acts, occurrences and damages alleged in this Complaint and/or that Stelor is entitled to recover monetary damages, injunctive relief and declaratory relief as against each of them.

12. Stelor is informed and believes, and based thereon alleges, that at all times relevant to this Complaint, the above-named Defendants, including the Doe Defendants, and each of them, were the agents, employees, partners, members, managing members, officers, directors, shareholders, successors-in-interest, predecessors-in-interest, co-venturers, affiliated

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
 NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

companies and related companies of the remaining co-Defendants and, in doing the acts alleged herein, each was acting within the course and scope of such agency, service, employment, partnership, company or corporate capacity, interest or venture, with the authorization, ratification, approval and/or agreement of their principals or the remaining co-Defendants.

JURISDICTION AND VENUE

13. By virtue of the Settlement Agreement, and given the lack of complete diversity in this matter, the parties have previously agreed that this Complaint must be filed in the Supreme Court of the State of New York, County of New York.

14. Venue is proper in this court because Google conducts business within the State of New York, County of New York and because the parties have previously agreed to this venue in the Settlement Agreement.

FACTUAL ALLEGATIONS

Googles — And Googles.Com — Existed As A Multimedia Platform For Children's Content Prior To The Founding Of Google

15. Googles, which started as a book "The Googles from Goo" (1995) — as well as a domain name, www.googles.com — subsequently became a multimedia platform for children that develops music, books, animated series, and other media such as live action short form and reality-based content with the goal of providing children with guidance and support through the use of fun, safe, and educational messages. At all times relevant to this lawsuit, Stelor possessed the rights to Googles, including ownership of certain trademark registrations for Googles and design and the googles.com domain name and website.

16. At all times from its inception to the present time, Googles' primary business objective has been to create and disseminate children's-related content in an attempt to stimulate children's minds and to instill in them important core values such as self-esteem, kindness, good

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

manners and respect for the environment. This was Stelor's business model in 2008 — and it remains Stelor's business model today.

17. In the early-2000s, a rising, but not yet fully successful, company named Google sought to make use of a trademark registration for GOOGLE and design as well as the google.com domain name and website. Google was founded in 1998, after Googles. The Googles.com domain name had also been registered prior to Google.com.

Google's Infringing Conduct Resulted In Litigation And Ultimately The Settlement Agreement At Issue In This Litigation

18. Google's then-infringing behavior led to litigation between Stelor and Google, which ultimately culminated in a settlement. As part of the settlement, Stelor and Google entered into a Settlement Agreement dated as of December 16, 2008 (the "Settlement Agreement" or "Agreement" referenced previously) in which Stelor agreed that Google would be entitled to make use of the Google design trademark, tradename, domain name and website in exchange for Google's agreement not to intentionally make modifications to its then current offerings of search-engine related products and services so as to create confusion with Stelor's children-related products and services.

19. In particular, and as set forth in paragraph 7 of the Settlement Agreement, Google specifically agreed "that it will not intentionally make material modifications to its current offering of products or services in a manner that is likely to create confusion in connection with Stelor's present business." Paragraph 7 of the Settlement Agreement continues: "Google will not, for example, create, develop and publish fictional children's books, fictional children's videos or other fictional children's-related content that have a title of 'GOOGLE' or a 'GOOGLE-' formative title or mark."

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

20. Google therefore explicitly agreed in the Settlement Agreement not to make any material modifications to its then-current offering of search engine-related products or services in a manner that would likely create confusion with Stelor's children's-related multimedia business. Google agreed, for example, that it would be prohibited from creating children's fictional books, videos and content, prohibited from developing children's fictional books, videos and content, and prohibited from publishing children's fictional books, videos and content.

21. By consenting to the Settlement Agreement, Stelor permitted Google to move forward with the Google trademark, tradename, domain name, and website, thereby enabling Google to grow into a company that is currently valued at more than \$800 billion (a market cap of approximately \$800 billion as of the filing of this complaint). In exchange, Stelor asked for — and Google agreed to make — one simple concession: not to modify its business to create confusion or compete with Stelor's children's-related multimedia platform.

Google Has Violated The Settlement Agreement By Intentional Modifying Its Products In A Manner That Creates Confusion With Stelor's Children-Related Multimedia Business

22. Notwithstanding this Agreement, since 2008, Google made conscious and intentional business decisions to modify its offerings of products and services that have created confusion in connection with Stelor's children-related products and services. This includes, but is not limited to, the creation of Google Play and YouTube Kids.

Google Play

23. On March 6, 2012, Google launched "Google Play," a digital distribution service operated and developed by Google. "Google Play" serves as the official mobile application or "app" store for phones, tablets, and other devices that run the Android operating system. (By one estimate, approximately 80% of the smartphones in the world run on Android.¹) Google

¹ http://europa.eu/rapid/press-release_IP-16-1492_en.htm.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018
RECEIVED NYSCEF: 02/23/2018

Play is also available as part of Google's Chrome Operating System or by simply directing any web browser to play.google.com/store. Google Play — whether accessed through Android's operating system, Chrome's operating system, or a web browser — consists of not only "apps" but also the following products: "Google Play Games," "Google Play Music," "Google Play Books," "Google Play Movies & TV," and "Google Play Newsstand." As the names suggest, Google Play distributes not only "apps," but also games, music, books, movies, television shows, and various news-related products, products which target the children's market.

24. In order to distribute any content through Google Play, developers must agree to the "Google Play Developer Distribution Agreement" (the "Distribution Agreement").² In the Distribution Agreement, Google describes its role as "display[ing] and "mak[ing] Products available for viewing, download, and purchase by users." Moreover, by consenting to the Distribution Agreement, developers must also agree to Google Play's "Developer Program Policies,"³ as well as the Google Play "Terms of Service."⁴ The Distribution Agreement then permits Google to "takedown" any Product on Google Play that violates either its Terms of Service or its Developer Program Policies, both of which are subject to change by Google at any time. Thus, Google exercises this essentially unlimited curation power as the publisher, most notably, for example, by removing the social network application "Gab," and the privacy applications "Disconnect Mobile" "AdBlock Plus" and "Adblock Fast," all for allegedly violating various Google Play policies or Terms of Service.

25. Google Play therefore functions as a publisher — curating, distributing, and selling content targeted for the children's market in every form of media imaginable: "apps,"

² The Google Play Distribution Agreement effective at the time of the filing of this Complaint is available at <https://play.google.com/about/developer-distribution-agreement.html> (Google Play Developer Distribution Agreement Effective as of May 17, 2017).

³ https://play.google.com/intl/None/about/developer-content-policy/#!&modal_active=none.

⁴ https://play.google.com/intl/en-us_us/about/play-terms.html.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018
RECEIVED NYSCEF: 02/23/2018

games, music, books, movies, television shows, magazines, and more. The content includes fictional children's-related content, in plain violation of the parties' Settlement Agreement. Indeed, Google Play Games, Google Play Movies & TV, and Google Play Books each includes either a "Family" or "Children's" category, in which Google Play publishes *exclusively* children's-related content, including fictional children's-related content. For example: Google Play publishes in the "Google Play Books" store under the category of "Children's Books" a broad selection of fictional children's literature;⁵ in the "Family" section of "Google's Movies & TV," Google Play likewise publishes an assortment of children's fictional television and movies.⁶ In so doing, Google is not merely providing search-engine functionality, it is acting as a publisher of products and services targeted for the children's market.

26. Google Play had over 82 billion app downloads in 2016 and has reached over 3.5 million apps published in 2017. Google Play surpassed more than 1 billion active monthly users in 2015 and continues to expand its user base.

YouTube Kids

27. On February 23, 2015, Google announced the launching of "YouTube Kids," a stand-alone mobile application built for children and child-appropriate content. YouTube Kids is available on both Google Play and the Apple "App Store."

28. YouTube and YouTube Kids are Google-formative titles and marks. As described by Google in the blog post announcing the creation of YouTube Kids: "Today, we're introducing the YouTube Kids app, the first *Google* product built from the ground up with little

⁵ https://play.google.com/store/books/category/coll_1689.

⁶ <https://play.google.com/store/movies/category/FAMILY>.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

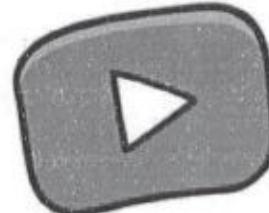
INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

ones in mind.”⁷ (emphasis added.) This statement confirms what the entire world already knows: YouTube and YouTube Kids are brands that are synonymous with Google.

29. Moreover, both Google Play and the Apple App Store explicitly associate the Google name with the YouTube Kids application.

30. Below is the Apple App Store image for YouTube Kids, which prominently displays the Google mark.⁸



YouTube Kids 4+
Best video app for all kids
Google, Inc.

#16 in Entertainment
★★★★★ 23.6K Ratings
Free

31. Below is the Google Play image for YouTube Kids, which likewise prominently displays the Google mark:⁹



32. Google describes YouTube Kids as an “app [that] makes it safer and easier for children to find videos on topics they want to explore.” Specifically:

⁷ <https://youtube.googleblog.com/2015/02/youtube-kids.html>.

⁸ See <https://itunes.apple.com/us/app/youtube-kids/id936971630?mt=8>.

⁹ See <https://play.google.com/store/apps/details?id=com.google.android.apps.youtube.kids&hl=en>.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

For years, families have come to YouTube, watching countless hours of videos on all kinds of topics. Now, parents can rest a little easier knowing that videos in the YouTube Kids app are narrowed down to content appropriate for kids. You can browse channels and playlists in four categories: Shows, Music, Learning and Explore. Or search for videos of particular interest to your family, like how to build a model volcano, math tutorials, the amazing (and endless) world of trains—and everything in between.

Along with favorites from DreamWorks TV, Jim Henson TV, Mother Goose Club, Talking Tom and Friends and more, your kids can watch new series from YouTube channels they already like. Discover new facts about dinosaurs from National Geographic Kids; learn about technology from Reading Rainbow; or watch Thomas the Tank Engine leave the world of Sodor for the first time in 70 years to travel the globe.¹⁰

33. Google curates the content on YouTube Kids through the use of algorithmic features, a team of thousands of actual human beings that manually review videos, and also by relying on user reviews to flag content that is inappropriate for children.¹¹

34. Accordingly, YouTube Kids is a Google product that explicitly curates, publishes, and distributes *exclusively* children's content in the form of videos. YouTube Kids contains millions of videos, including fictional children's-related content, featuring, for example, Thomas the Tank Engine, Sesame Street characters, Disney characters, comic book characters, various popular cartoon characters, and many, many more.

35. Google not only curates, publishes and distributes but also *creates* fictional children's-related content on YouTube Kids. In February 2017, Google announced that its Original Content Team has added four new original fictional series "created especially with the YouTube Kids app in mind."¹²

¹⁰ <https://youtube.googleblog.com/2015/02/>.

¹¹ <https://www.theverge.com/2017/11/9/16629788/youtube-kids-distrubing-inappropriate-flag-age-restrict>.

¹² <https://youtube.googleblog.com/2017/02/youtube-kids-turns-2-and-theres-lots-to.html>.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

36. As of February 2017, YouTube Kids had amassed over 30 billion views and more than 8 million weekly active users.¹³ Google sells ads against the videos that appear on YouTube Kids.¹⁴ Google derives substantial revenues by doing so, revenues earned in violation of the Settlement Agreement.

Google Has Made Additional Intentional Modifications To Its Products In A Manner That Creates Confusion With Stelor's Children-Related Multimedia Business

37. Since 2008, Google has also made numerous other modifications to its offerings of products and services that have created confusion with Stelor's children's-related multimedia business including, but not limited to, convening "Camp Google," a month long online science camp for kids,¹⁵ initiating "Project Bloks," an open hardware platform designed to teach kids how to code,¹⁶ purchasing Launchpad Toys, which produces an app called "Toontastic" that allows children to tell stories through animations,¹⁷ and creating and launching numerous other offerings of children's-related products and services.

Google Has Breached The Settlement Agreement And Has Not Acted In Good Faith

38. By creating and launching Google Play, YouTube Kids, and these other children's-related multimedia products and services, Google intentionally modified its offerings of products and services in such a way as to move its business into the realm of children-related multimedia, including fictional children's related content, and is thus in breach of the Settlement Agreement.

39. This conduct by Google not only violates the Settlement Agreement, in particular paragraph 7 thereof, it has severely damaged Stelor's business in that investors and financiers are

¹³ <https://youtube.googleblog.com/2017/02/youtube-kids-turns-2-and-theres-lots-to.html>.

¹⁴ <https://support.google.com/youtube/answer/6168681?hl=en>.

¹⁵ <https://9to5google.com/2015/07/06/camp-google-weekly-collection-science-lessons-kids/>.

¹⁶ <https://projectbloks.withgoogle.com/>.

¹⁷ <https://techcrunch.com/2017/01/12/googles-toontastic-storytelling-app-for-kids-goes-3d/>.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

unwilling to provide capital to Stelor to promote its children's-related content business under the name Googles because such investors and financiers believe that Google has already prevented Stelor from progressing with and growing its business.

FIRST CAUSE OF ACTION

(For Breach of Contract Against Google, Alphabet, XXVI Holdings and Does 1 through 50)

40. Stelor incorporates by reference paragraphs 1 through 39 above as though fully set forth herein.
41. Stelor and Google entered into the Settlement Agreement.
42. Stelor has performed all of the covenants and conditions required to be performed by Stelor pursuant to the Settlement Agreement, except those waived, prevented, excused or rendered unnecessary by virtue of Google's breach.
43. Google has breached the Settlement Agreement, among other breaches, as follows: (a) by intentionally modifying the offerings of its products and services to include the product / service Google Play, under the Google banner, which publishes children's-related content, including fictional children's-related content; (b) by intentionally modifying the offering of its products and services to include the product / service YouTube Kids, under the Google banner, which publishes children's-related content, including fictional children's-related content; (c) by creating, developing and publishing children's mobile applications or "apps"; (d) by creating, developing and publishing children's games; (e) by creating, developing and publishing children's music; (f) by creating, developing and publishing children's books; (g) by creating, developing and publishing children's movies, television shows, or other videos; (h) by creating, developing and publishing children's magazines; and (i) by creating, developing and publishing other children's-related content, including, but not limited to, Camp Google, Project Bloks and Launchpad Toys and other offerings of children-related products and services.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

44. As a direct and proximate result of Google's breach of the Settlement Agreement, Stelor has been damaged in an amount according to proof at the time of trial, but at least in the amount of Twenty Five Million Dollars (\$25,000,000), together with interest thereon at the maximum allowable legal rate.

SECOND CAUSE OF ACTION
**(For Breach of the Implied Covenant of Good Faith and
Fair Dealing Against Google, Alphabet, XXVI Holdings and Does 1 through 50)**

45. Stelor incorporates by reference paragraphs 1 through 44 above as though fully set forth herein.

46. The Settlement Agreement contains an implied covenant that Google shall, at all times, act in good faith and deal fairly with Stelor and will refrain from any acts which would prevent Stelor from realizing the intended benefits of the Settlement Agreement including, but not limited to, Google's agreement not to make any material modifications to its then-current offerings of search engine-related products or services in a manner that would likely create confusion with Stelor's children's-related multimedia business including, for example, by creating, designing, or publishing products that provide fictional children's-related content.

47. By virtue of the allegations set forth in paragraph 43 above, Google has breached the implied covenant of good faith and fair dealing.

48. In addition, a search for Googles on the Google search engine does not return a reference to Googles.com. This further undermines Stelor's ability to promote its multimedia children's business.

49. As a direct and proximate result of Google's breach of the implied covenant of good faith and fair dealing, Stelor has been damaged in an amount according to proof at the time of trial, but at least in the amount of Twenty Five Million Dollars (\$25,000,000), together with interest thereon at the maximum allowable legal rate.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

THIRD CAUSE OF ACTION

(For Injunctive Relief Against Google, Alphabet, XXVI Holdings and Does 51 through 100)

50. Stelor incorporates by reference paragraphs 1 through 43 and 46 through 48 as though fully set forth herein.

51. Inasmuch as the Settlement Agreement prevents Google from creating, developing and publishing children's-related content and, for example, fictional children's-related content, and because Google has nevertheless done so as alleged above, Stelor is entitled to the issuance of a temporary, preliminary and permanent injunction which prohibits Google from any violation of the Settlement Agreement and which, in particular, prohibits Google from publishing, operating and profiting from Google Play, from publishing, operating and profiting from YouTube Kids and from publishing, operating and profiting from other products and services which target the children's content market.

FOURTH CAUSE OF ACTION

(For Declaratory Relief Against Google, Alphabet, XXVI Holdings and Does 1 through 100)

52. Stelor incorporates by reference paragraphs 1 through 51 above as though fully set forth herein.

53. Stelor contends that by virtue of the Settlement Agreement and on a going-forward basis, Google is precluded from creating, developing and publishing children's-related content and, for example, children's fictional books, videos and content and, at the same time, Stelor is entitled to conduct its own children-related content business under the trade name Googles, by making use of the Googles and design trademark and the Googles domain name and website.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

54. Stelor is informed and believes, and based thereon alleges, that Google and the Doe-Defendants, and each of them, deny and dispute Stelor's contentions and allegations as set forth above.

55. In this respect, there is an actual and existing controversy between Stelor, on the one hand, and Google, on the other, concerning their respective rights, duties and obligations relating to: (i) the Settlement Agreement; (ii) whether or not Google is prohibited from publishing, operating and profiting from Google Play; (iii) whether or not Google is prohibited from publishing, operating and profiting from YouTube Kids; (iv) whether or not Google is precluded from creating, developing and publishing children's mobile applications or "apps," games, music, books, movies, television shows, magazines, and other content; and (v) whether or not Stelor is entitled to conduct its own children-related content business under the trade name Googles, by making use of the Googles trademark and design and the Googles domain name and website. This controversy is the proper subject for declaratory relief. A judicial declaration is necessary and appropriate at the present time so that the parties may ascertain their respective rights, duties and obligations, on a moving-forward basis, with respect to the agreements, transactions and conduct at issue.

PRAYER FOR RELIEF

WHEREFORE, Stelor hereby prays for relief as follows:

1. for compensatory damages in an amount according to proof at the time of trial, but at least in the amount of Twenty Five Million Dollars (\$25,000,000), together with interest thereon at the maximum allowable legal rate;
2. for temporary, preliminary and permanent injunctive relief which prohibits Google from (i) publishing, operating and profiting from Google Play; (ii) publishing, operating and profiting from YouTube Kids; (iii) creating, developing and publishing any children's-

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

content, including fictional children's-related content; (iv) creating, developing and publishing children's mobile applications or "apps"; (v) creating, developing and publishing children's games; (vi) creating, developing and publishing children's music; (vii) creating, developing and publishing children's books; (viii) creating, developing and publishing children's movies, television shows, or other videos; (ix) creating, developing and publishing children's magazines; and (x) creating, developing and publishing other children's-related content including, but not limited to, Camp Google, Project Bloks, and Launchpad Toys.

3. for a declaration from this Court that, on a moving-forward basis, Google is prohibited from (i) publishing, operating and profiting from Google Play; (ii) publishing, operating and profiting from YouTube Kids; (iii) creating, developing and publishing any children's-related content, including fictional children's-related content; (iv) creating, developing and publishing children's mobile applications or "apps" (v) creating, developing and publishing children's games; (vi) creating, developing and publishing children's music; (vii) creating, developing and publishing children's books (viii) creating, developing and publishing children's movies, television shows, or other videos (ix) creating, developing and publishing children's magazines; and (x) creating, developing and publishing other children's-related content, including, but not limited to, Camp Google, Project Bloks, and Launchpad Toys.

4. for costs of suit; and

5. for such other and further relief as the Court may deem just and proper.

FILED: NEW YORK COUNTY CLERK 02/23/2018 11:07 AM
NYSCEF DOC. NO. 1

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

Dated: New York, New York
February 23, 2018

Respectfully submitted,

DAVIS WRIGHT TREMAINE LLP

By: /s/ Geoffrey S. Brounelli
Geoffrey S. Brounelli

1251 Avenue of the Americas, 21st Floor
New York, NY 10020-1104
Tel: (212) 489-8230
Fax: (212) 489-8340
geoffreybrounelli@dwt.com

Bruce Isaacs (*pro hac vice* forthcoming)
Robert Wyman (*pro hac vice* forthcoming)
865 S Figueroa Street, Suite 2400
Los Angeles, CA 90017
Tel: (213) 633-6808
Fax: (213) 633-6899
bruceisaacs@dwt.com
bobwyman@dwt.com

Attorneys for Plaintiff

FILED: NEW YORK COUNTY CLERK 02/23/2018 05:14 PM
 NYSCEF Case No. 18-CV-02637-LGS-SDA
REQUEST FOR JUDICIAL INTERVENTION
 UCS-840 (7/2012)

INDEX NO. 650870/2018

For Court Clerk Use Only: 02/23/2018

IAS Entry Date

Judge Assigned

RJI Date

Supreme COURT, COUNTY OF New York
 Index No: 650870/2018 Date Index Issued: 02/23/2018

CAPTION: Enter the complete case caption. Do not use et al or et alio. If more space is required, attach a caption rider sheet.

SM KIDS, LLC,

Plaintiff(s)/Petitioner(s)

-against-

GOOGLE LLC, et al.

Defendant(s)/Respondent(s)

NATURE OF ACTION OR PROCEEDING: Check ONE box only and specify where indicated.

MATRIMONIAL Contested

NOTE: For all Matrimonial actions where the parties have children under the age of 18, complete and attach the **MATRIMONIAL RJI Addendum**. For Uncontested Matrimonial actions, use RJI form UD-13.

COMMERCIAL

- Business Entity (including corporations, partnerships, LLCs, etc.)
- Contract
- Insurance (where insurer is a party, except arbitration)
- UCC (including sales, negotiable instruments)
- Other Commercial: _____ (specify)

NOTE: For Commercial Division assignment requests [22 NYCRR § 202.70(d)], complete and attach the **COMMERCIAL DIV RJI Addendum**.

TORTS Asbestos Breast Implant Environmental: _____ (specify) Medical, Dental, or Podiatric Malpractice Motor Vehicle Products Liability: _____ (specify) Other Negligence: _____ (specify) Other Professional Malpractice: _____ (specify) Other Tort: _____ (specify)**REAL PROPERTY:** How many properties does the application include? Condemnation Mortgage Foreclosure (specify): Residential Commercial

Property Address: _____

Street Address _____ City _____ State _____ Zip _____

NOTE: For Mortgage Foreclosure actions involving a one- to four-family, owner-occupied, residential property, or an owner-occupied condominium, complete and attach the **FORECLOSURE RJI Addendum**.

 Tax Certiorari - Section: _____ Block: _____ Lot: _____ Tax Foreclosure Other Real Property: _____ (specify)**OTHER MATTERS** Certificate of Incorporation/Dissolution [see **NOTE** under Commercial] Emergency Medical Treatment Habeas Corpus Local Court Appeal Mechanic's Lien Name Change Pistol Permit Revocation Hearing Sale or Finance of Religious/Not-for-Profit Property Other: _____ (specify)**SPECIAL PROCEEDINGS** CPLR Article 75 (Arbitration) [see **NOTE** under Commercial] CPLR Article 78 (Body or Officer) Election Law MHL Article 9.60 (Kendra's Law) MHL Article 10 (Sex Offender Confinement-Initial) MHL Article 10 (Sex Offender Confinement-Review) MHL Article 81 (Guardianship) Other Mental Hygiene: _____ (specify) Other Special Proceeding: _____ (specify)**STATUS OF ACTION OR PROCEEDING:**

Answer YES or NO for EVERY question AND enter additional information where indicated.

YES **NO** If yes, date filed: 02/23/2018 If yes, date served: _____ If yes, judgment date: _____

Has a summons and complaint or summons w/notice been filed?

Has a summons and complaint or summons w/notice been served?

Is this action/proceeding being filed post-judgment?

INDEX NO. 650870/2018

FILED: NEW YORK COUNTY CLERK 02/23/2018 05:14 PM

NATURE OF JUDICIAL INTERVENTION:

Check ONE box only AND enter additional information in the indicated NYSCF# field

NYSCF# 02/23/2018

- Infant's Compromise
- Note of Issue and/or Certificate of Readiness
- Notice of Medical, Dental, or Podiatric Malpractice
- Notice of Motion
- Notice of Petition
- Order to Show Cause
- Other Ex Parte Application
- Poor Person Application
- Request for Preliminary Conference
- Residential Mortgage Foreclosure Settlement Conference
- Writ of Habeas Corpus
- Other (specify): _____

Date Issue Joined: _____
 Relief Sought: _____ Return Date: _____
 Relief Sought: _____ Return Date: _____
 Relief Sought: _____ Return Date: _____
 Relief Sought: _____

RELATED CASES:				
Case Title	Index/Case No.	Court	Judge (if assigned)	Relationship to Instant Case

PARTIES: For parties without an attorney, check "Un-Rep" box AND enter party address, phone number and e-mail address in space provided.
 If additional space is required, complete and attach the **RJI Addendum**. If none, leave blank.

Un-Rep	Parties:		Attorneys and/or Unrepresented Litigants:					Issue Joined (Y/N):	Insurance Carrier(s):	
	Plaintiff	Secondary Role (if any):	Last Name	First Name	Firm Name	New York City	State	Zip		
	SM KIDS, LLC	Last Name	Brounell	Geoffrey					<input type="radio"/> YES	
	Plaintiff	First Name Primary Role:	Davis Wright Tremaine LLP						<input checked="" type="radio"/> NO	
		Secondary Role (if any):	1251 Avenue of the Americas Street Address		New York	City	10020			
			+1 (212) 489-8230 Phone	+1 (212) 489-8340 Fax						
					geoffreybrounell@dwt.com	e-mail				
	GOOGLE LLC,	Last Name		Last Name		First Name			<input type="radio"/> YES	
	Defendant	First Name Primary Role:			Firm Name				<input checked="" type="radio"/> NO	
		Secondary Role (if any):	Street Address		City					
			Phone	Fax						
					e-mail					
	ALPHABET INC.	Last Name		Last Name		First Name			<input type="radio"/> YES	
	Defendant	First Name Primary Role:			Firm Name				<input checked="" type="radio"/> NO	
		Secondary Role (if any):	Street Address		City					
			Phone	Fax						
					e-mail					
	XXVI HOLDINGS INC.	Last Name		Last Name		First Name			<input type="radio"/> YES	
	Defendant	First Name Primary Role:			Firm Name				<input checked="" type="radio"/> NO	
		Secondary Role (if any):	Street Address		City					
			Phone	Fax						
					e-mail					

I AFFIRM UNDER THE PENALTY OF PERJURY THAT, TO MY KNOWLEDGE, OTHER THAN AS NOTED ABOVE, THERE ARE AND HAVE BEEN NO RELATED ACTIONS OR PROCEEDINGS, NOR HAS A REQUEST FOR JUDICIAL INTERVENTION PREVIOUSLY BEEN FILED IN THIS ACTION OR PROCEEDING.

Dated: 02/23/2018

s/ Geoffrey S. Brounell

SIGNATURE

Geoffrey S. Brounell

4678827

ATTORNEY REGISTRATION NUMBER

2 of 4

PRINT OR TYPE NAME

Print Form

FILED: NEW YORK COUNTY CLERK 02/23/2018 05:14 PM
NYSCEF DOC. NO. 2 Request for Judicial Intervention Addendum

INDEX NO. 650870/2018

RECEIVED NYSCEF UCS 04/04/2018

Supreme

COURT, COUNTY OF

New York

Index No: 650870/2018

For use when additional space is needed to provide party or related case information.

PARTIES: For parties without an attorney, check "Un-Rep" box AND enter party address, phone number and e-mail address in "Attorneys" space.

Parties:		Attorneys and/or Unrepresented Litigants:						Issue Joined (Y/N):	Insurance Carrier(s):					
Un-Rep	List parties in caption order and indicate party role(s) (e.g. defendant; 3rd-party plaintiff).		Provide attorney name, firm name, business address, phone number and e-mail address of all attorneys that have appeared in the case. For unrepresented litigants, provide address, phone number and e-mail address.											
	<input checked="" type="checkbox"/> JOHN AND/OR JANE DOES 1-100 Last Name <input checked="" type="checkbox"/> Defendant First Name Primary Role: Secondary Role (if any):		Last Name	Firm Name	First Name	<input type="radio"/> YES	Street Address	City	State	Zip	<input checked="" type="radio"/> NO	Phone	Fax	e-mail
	<input type="checkbox"/> Last Name <input type="checkbox"/> First Name Primary Role: Secondary Role (if any):		Last Name	Firm Name	First Name	<input type="radio"/> YES	Street Address	City	State	Zip	<input checked="" type="radio"/> NO	Phone	Fax	e-mail
	<input type="checkbox"/> Last Name <input type="checkbox"/> First Name Primary Role: Secondary Role (if any):		Last Name	Firm Name	First Name	<input type="radio"/> YES	Street Address	City	State	Zip	<input checked="" type="radio"/> NO	Phone	Fax	e-mail
	<input type="checkbox"/> Last Name <input type="checkbox"/> First Name Primary Role: Secondary Role (if any):		Last Name	Firm Name	First Name	<input type="radio"/> YES	Street Address	City	State	Zip	<input checked="" type="radio"/> NO	Phone	Fax	e-mail
	<input type="checkbox"/> Last Name <input type="checkbox"/> First Name Primary Role: Secondary Role (if any):		Last Name	Firm Name	First Name	<input type="radio"/> YES	Street Address	City	State	Zip	<input checked="" type="radio"/> NO	Phone	Fax	e-mail
	<input type="checkbox"/> Last Name <input type="checkbox"/> First Name Primary Role: Secondary Role (if any):		Last Name	Firm Name	First Name	<input type="radio"/> YES	Street Address	City	State	Zip	<input checked="" type="radio"/> NO	Phone	Fax	e-mail
	<input type="checkbox"/> Last Name <input type="checkbox"/> First Name Primary Role: Secondary Role (if any):		Last Name	Firm Name	First Name	<input type="radio"/> YES	Street Address	City	State	Zip	<input checked="" type="radio"/> NO	Phone	Fax	e-mail

RELATED CASES: List any related actions. For Matrimonial actions, include any related criminal and/or Family Court cases.

Case Title	Index/Case No.	Court	Judge (if assigned)	Relationship to Instant Case

FILED: NEW YORK COUNTY CLERK 02/23/2018 05:14 PM

NYSCEF DOC. NO. 2

SUPREME COURT OF THE STATE OF NEW YORK

INDEX NO. 650870/2018

RECEIVED NYSCEF: 02/23/2018

UCS-840C

3/2011

COUNTY OF New York

Index No. 650870/2018

SM KIDS, LLC,

Plaintiff(s)/Petitioner(s)

-against-

GOOGLE LLC, et al.

Defendant(s)/Respondent(s)

RJI No. (if any)

COMMERCIAL DIVISION
Request for Judicial Intervention Addendum

COMPLETE WHERE APPLICABLE [add additional pages if needed]:

Plaintiff/Petitioner's cause(s) of action [check all that apply]:

Breach of contract or fiduciary duty, fraud, misrepresentation, business tort (e.g. unfair competition), or statutory and/or common law violation where the breach or violation is alleged to arise out of business dealings (e.g. sales of assets or securities; corporate restructuring; partnership, shareholder, joint venture, and other business agreements; trade secrets; restrictive covenants; and employment agreements not including claims that principally involve alleged discriminatory practices)

Transactions governed by the Uniform Commercial Code (exclusive of those concerning individual cooperative or condominium units)

Transactions involving commercial real property, including Yellowstone injunctions and excluding actions for the payment of rent only

Shareholder derivative actions — without consideration of the monetary threshold

Commercial class actions — without consideration of the monetary threshold

Business transactions involving or arising out of dealings with commercial banks and other financial institutions

Internal affairs of business organizations

Malpractice by accountants or actuaries, and legal malpractice arising out of representation in commercial matters

Environmental insurance coverage

Commercial insurance coverage (e.g. directors and officers, errors and omissions, and business interruption coverage)

Dissolution of corporations, partnerships, limited liability companies, limited liability partnerships and joint ventures — without consideration of the monetary threshold

Applications to stay or compel arbitration and affirm or disaffirm arbitration awards and related injunctive relief pursuant to CPLR Article 75 involving any of the foregoing enumerated commercial issues — without consideration of the monetary threshold

Plaintiff/Petitioner's claim for compensatory damages [exclusive of punitive damages, interest, costs and counsel fees claimed]:

\$ 25,000,000.00

Plaintiff/Petitioner's claim for equitable or declaratory relief [brief description]:

An injunction or a declaration prohibiting Google from, among other things, publishing, operating and profiting from Google Play, from publishing, operating and profiting from YouTube Kids and from publishing, operating and profiting from other products and services which target the children's content market. The full scope of requested relief is set forth in the Complaint.

Defendant/Respondent's counterclaim(s) [brief description, including claim for monetary relief]:

I REQUEST THAT THIS CASE BE ASSIGNED TO THE COMMERCIAL DIVISION. I CERTIFY THAT THE CASE MEETS THE JURISDICTIONAL REQUIREMENTS OF THE COMMERCIAL DIVISION SET FORTH IN 22 NYCRR § 202.70(a), (b) AND (c).

Dated: 02/23/2018

s/ Geoffrey S. Brounell

SIGNATURE

Geoffrey S. Brounell

PRINT OR TYPE NAME

FILED: NEW YORK COUNTY CLERK 02/23/2018 05:14 PM

INDEX NO. 650870/2018

NYSCEF DOC. NO. 3

RECEIVED NYSCEF: 02/23/2018
UCS-840C
3/2011

SUPREME COURT OF THE STATE OF NEW YORK

COUNTY OF New York

Index No. 650870/2018

SM KIDS, LLC,

Plaintiff(s)/Petitioner(s)

-against-

GOOGLE LLC, et al.

Defendant(s)/Respondent(s)

RJI No. (if any)

COMMERCIAL DIVISION**Request for Judicial Intervention Addendum**

COMPLETE WHERE APPLICABLE [add additional pages if needed]:

Plaintiff/Petitioner's cause(s) of action [check all that apply]:

Breach of contract or fiduciary duty, fraud, misrepresentation, business tort (e.g. unfair competition), or statutory and/or common law violation where the breach or violation is alleged to arise out of business dealings (e.g. sales of assets or securities; corporate restructuring; partnership, shareholder, joint venture, and other business agreements; trade secrets; restrictive covenants; and employment agreements not including claims that principally involve alleged discriminatory practices)

Transactions governed by the Uniform Commercial Code (exclusive of those concerning individual cooperative or condominium units)

Transactions involving commercial real property, including Yellowstone injunctions and excluding actions for the payment of rent only

Shareholder derivative actions — without consideration of the monetary threshold

Commercial class actions — without consideration of the monetary threshold

Business transactions involving or arising out of dealings with commercial banks and other financial institutions

Internal affairs of business organizations

Malpractice by accountants or actuaries, and legal malpractice arising out of representation in commercial matters

Environmental insurance coverage

Commercial insurance coverage (e.g. directors and officers, errors and omissions, and business interruption coverage)

Dissolution of corporations, partnerships, limited liability companies, limited liability partnerships and joint ventures — without consideration of the monetary threshold

Applications to stay or compel arbitration and affirm or disaffirm arbitration awards and related injunctive relief pursuant to CPLR Article 75 involving any of the foregoing enumerated commercial issues — without consideration of the monetary threshold

Plaintiff/Petitioner's claim for compensatory damages [exclusive of punitive damages, interest, costs and counsel fees claimed]:

\$ 25,000,000.00

Plaintiff/Petitioner's claim for equitable or declaratory relief [brief description]:

An injunction or a declaration prohibiting Google from, among other things, publishing, operating and profiting from Google Play, from publishing, operating and profiting from YouTube Kids and from publishing, operating and profiting from other products and services which target the children's content market. The full scope of requested relief is set forth in the Complaint.

Defendant/Respondent's counterclaim(s) [brief description, including claim for monetary relief]:

I REQUEST THAT THIS CASE BE ASSIGNED TO THE COMMERCIAL DIVISION. I CERTIFY THAT THE CASE MEETS THE JURISDICTIONAL REQUIREMENTS OF THE COMMERCIAL DIVISION SET FORTH IN 22 NYCRR § 202.70(a), (b) AND (c).

Dated: 02/23/2018

s/ Geoffrey S. Brounell

SIGNATURE

Geoffrey S. Brounell

PRINT OR TYPE NAME

FILED: NEW YORK COUNTY CLERK 03/09/2018 02:49 PM
NYSCEF DOC. NO. 4

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/09/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

X

SM KIDS, LLC, as successor-in-interest to
STELOR PRODUCTIONS, LLC,

Plaintiffs,

INDEX No. 650870-2018

vs.

IAS Part 48 (MASLEY, J.S.C.)

GOOGLE LLC, ALPHABET INC., XXVI
HOLDINGS INC., and JOHN AND/OR JANE
DOES 1-100, inclusive,

STIPULATION

Defendants.

X

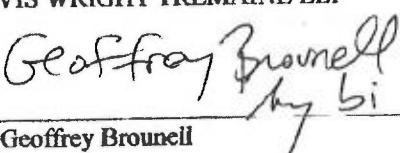
IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for the
respective parties hereto, that defendants' time to respond to the complaint in this matter is
hereby extended until April 6, 2018.

Dated: New York, New York
March 9, 2018

DAVIS WRIGHT TREMAINE LLP

By:

Geoffrey Brounell



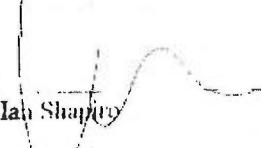
Geoffrey Brounell

1251 Avenue of the Americas, 21st Floor
New York, NY 10020
Tel: (212) 603-6404
Fax: (212) 379-5243

Attorneys for Plaintiff

COOLEY LLP

By:



Ian Shapiro

1114 Avenue of the Americas
New York, NY 10036
Tel: (212) 479-6000
Fax: (212) 479-6275

Attorneys for Defendants Google LLC,
Alphabet Inc., XXVI Holdings Inc.

FILED: NEW YORK COUNTY CLERK 03/12/2018 03:50 PM
NYSCEF DOC. NO. 5

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/12/2018



DEMOVSKY LAWYER SERVICE
Premier Nationwide Document Retrieval and Process Service Company
600-443-1050

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X

SM KIDS, LLC, a Delaware limited liability
company, as successor-in-interest to STELOR
PRODUCTIONS, LLC,

Plaintiff,

Index No. 650870/2018

Filed 2/23/18

AFFIDAVIT OF SERVICE

-against-

GOOGLE LLC, et al.,

Defendant,

-----X

STATE OF NEW YORK)
S.S.:
COUNTY OF ALBANY)

DEBORAH LaPOINTE, being duly sworn, deposes and says that she is over the age of eighteen years, is employed by the attorney service, DLS, INC., and is not a party to this action.

That on the 26TH day of February, 2018, at approximately the time of 12:00P.M., deponent served the SUMMONS AND COMPLAINT AND REQUEST FOR JUDICIAL INTERVENTION AND RJI ADDENDUM AND NOTICE OF ELECTRONIC FILING upon GOOGLE, LLC, c/o Corporation Service Company, 80 State Street, Albany, New York, in this action, by delivering to and leaving with MAUREEN COGAN-Service of Process Representative, a authorized person who is designated to accept service at this address.

MAUREEN COGAN is a white female, approximately 54 years of age, stands approximately 5 feet 7 inches tall, weighs approximately 180 pounds with gray hair and wears glasses.

DEBORAH LaPOINTE

Sworn to before me this
26TH day of February, 2018

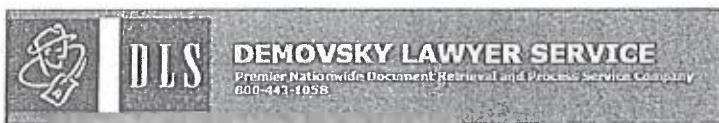
NOTARY PUBLIC

FRANK J. PANUCCI
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01PA4721156
QUALIFIED IN ALBANY COUNTY
COMMISSION EXPIRES JULY 31, 2018

FILED: NEW YORK COUNTY CLERK 03/12/2018 03:50 PM
NYSCEF DOC. NO. 5

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/12/2018



SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

X

SM KIDS, LLC, a Delaware Limited liability
company, as successor-in-interest to STELOR
PRODUCTIONS, LLC,

Plaintiffs,

Index No. 650870/2018

-against-

AFFIDAVIT OF SERVICE

GOOGLE LLC, a Delaware limited liability
company, et al.,

Defendants.

X

STATE OF DELAWARE)
S.S.:
COUNTY OF NEW CASTLE)

DANIEL NEWCOMB, being duly sworn, deposes and says that he is over the age of eighteen years, is an agent of the attorney service, D.L.S., INC., and is not a party to this action.

That on the 26th day of February, 2018, at approximately 4:22 pm, deponent served a true copy of the NOTICE OF ELECTRONIC FILING, SUMMONS, COMPLAINT, REQUEST FOR JUDICIAL INTERVENTION, and COMMERCIAL DIVISION REQUEST FOR JUDICIAL INTERVENTION ADDENDUM upon ALPHABET INC. c/o Corporation Service Company at 251 Little Falls Drive, Wilmington, DE 19808, by personally delivering and leaving the same with LYNANNE GARES, who informed deponent that she is a Litigation Management Services Leader and is authorized to receive service at that address.

LYNANNE GARES is a white female, approximately 35 years of age, stands approximately 5 feet 6 inches tall, and weighs approximately 135 pounds with brown hair.


DANIEL NEWCOMB

Sworn to before me this
2 day of March, 2018


NOTARY PUBLIC

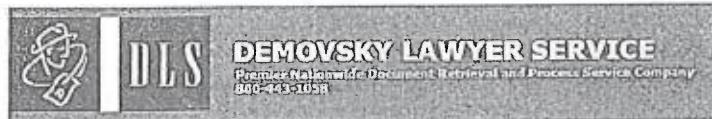
D.L.S., Inc.
401 Broadway
Ste. 510
New York, NY 10013
212-925-1220
www.dlsnational.com



FILED: NEW YORK COUNTY CLERK 03/12/2018 03:50 PM
NYSCEF DOC. NO. 51

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/12/2018



SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-X

SM KIDS, LLC, a Delaware Limited liability
company, as successor-in-interest to STELOR
PRODUCTIONS, LLC,

Plaintiffs,

Index No. 650870/2018

-against-

AFFIDAVIT OF SERVICE

GOOGLE LLC, a Delaware limited liability
company, et al.,

Defendants.

-X

STATE OF DELAWARE)
S.S.:
COUNTY OF NEW CASTLE)

DANIEL NEWCOMB, being duly sworn, deposes and says that he is over the age of eighteen years, is an agent of the attorney service, D.L.S., INC., and is not a party to this action.

That on the 26th day of February, 2018, at approximately 4:22 pm, deponent served a true copy of the NOTICE OF ELECTRONIC FILING, SUMMONS, COMPLAINT, REQUEST FOR JUDICIAL INTERVENTION, and COMMERCIAL DIVISION REQUEST FOR JUDICIAL INTERVENTION ADDENDUM upon XXVI HOLDINGS INC. c/o Corporation Service Company at 251 Little Falls Drive, Wilmington, DE 19808, by personally delivering and leaving the same with LYNANNE GARES, who informed deponent that she is a Litigation Management Services Leader and is authorized to receive service at that address.

LYNANNE GARES is a white female, approximately 35 years of age, stands approximately 5 feet 6 inches tall, and weighs approximately 135 pounds with brown hair.


DANIEL NEWCOMB

Sworn to before me this
2 day of March, 2018


NOTARY PUBLIC



D.L.S., Inc.
401 Broadway
Ste. 510
New York, NY 10013
212-925-1220
www.dlsnational.com

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- X
SM KIDS, LLC, as successor-in-interest to
STELOR PRODUCTIONS, LLC,

Plaintiffs,

INDEX No. 650870-2018

vs.

IAS Part 48 (MASLEY, J.S.C.)

GOOGLE LLC, ALPHABET INC., XXVI
HOLDINGS INC., and JOHN AND/OR JANE
DOES 1-100, inclusive,

**ORDER TO SHOW CAUSE FOR
ADMISSION PRO HAC VICE**

Defendants.

----- X

Upon the Affirmation of Nicholas Flath, Esq. dated March 14, 2018, the Affidavit of
Brendan Hughes, Esq. dated March 14, 2018, and the exhibits attached thereto, submitted on
behalf of Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.,

Let the Plaintiff show cause before this Court at IAS Part 48 in Room 242, at 60 Centre
Street, New York, New York on the ____ day of _____ 2018 at ____ in the ____ m, or as
soon as thereafter as counsel can be heard, why an order should not be entered pursuant to
Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the
Appellate Division, First Department, admitting Brendan Hughes, Esq. *pro hac vice* to appear in
this matter on behalf of Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.

Sufficient reason appearing therefor, let service of a copy of this order, together with a
copy of the papers upon which it was granted, upon Plaintiff's attorney by email on or before the
____ day of ____, 2018 be deemed good and sufficient service and notice.

ENTER:

J.S.C.

FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM
NYSCEF DOC. NO. 7

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/14/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- X -----
SM KIDS, LLC, as successor-in-interest to :
STELOR PRODUCTIONS, LLC, : INDEX No. 650870-2018
Plaintiffs, : IAS Part 48 (MASLEY, J.S.C.)
vs. :
GOOGLE LLC, ALPHABET INC., XXVI :
HOLDINGS INC., and JOHN AND/OR JANE :
DOES 1-100, inclusive, : AFFIRMATION OF NICHOLAS FLATH
Defendants. : IN SUPPORT OF APPLICATION FOR
: ADMISSION *PRO HAC VICE* OF
: BRENDAN HUGHES

----- X -----

Nicholas Flath, Esq., affirms under penalty of perjury:

1. I am an associate in the New York office of Cooley LLP, counsel for Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.
2. I have been a member in good standing of the New York Bar since 2012.
3. Pursuant to Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the Appellate Division, First Department, I submit this affirmation in support of Brendan Hughes, Esq.'s application for admission *pro hac vice* to appear in this matter on behalf of Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.
4. As set forth in his affidavit, Mr. Hughes is a partner at Cooley LLP. He is licensed to practice law before the courts of the State of Maryland and the District of Columbia. Mr. Hughes is also admitted to practice before the United States District Courts for the District of Maryland, the District of Columbia, and the Eastern District of Michigan. Mr. Hughes is a member in good standing in all of the jurisdictions in which he is admitted to practice. He has never been disciplined by any court, and no disciplinary proceedings are pending against him.

FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM
NYSCEF DOC. NO. 7

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/14/2018

Annexed to his affidavit are certificates of good standing of the Bar of the State of Maryland and the Bar of the District of Columbia.

5. If this motion is granted, Mr. Hughes will appear in this matter alongside me and Ian Shapiro, Esq., counsel of record for Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.
6. No previous application for the relief sought herein has been made to this Court or any other court.

Dated: New York, New York
March 14, 2018

/s/Nicholas Flath
Nicholas Flath

FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM
NYSCEF DOC. NO. 8

INDEX NO. 650870/2018
RECEIVED NYSCEF: 03/14/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- X
 SM KIDS, LLC, as successor-in-interest to :
 STELOR PRODUCTIONS, LLC,
 Plaintiffs, : INDEX No. 650870-2018
 vs. : IAS Part 48 (MASLEY, J.S.C.)
 GOOGLE LLC, ALPHABET INC., XXVI :
 HOLDINGS INC., and JOHN AND/OR JANE :
 DOES 1-100, inclusive, : **AFFIDAVIT OF BRENDAN HUGHES IN
SUPPORT OF APPLICATION FOR
ADMISSION PRO HAC VICE**
 Defendants.
 :
 : X
 DISTRICT OF COLUMBIA)
 : ss.:
 WASHINGTON, DC)

Brendan Hughes, Esq., being duly sworn, hereby states under penalty of perjury:

1. I submit this affidavit in support of my application to be admitted *pro hac vice* to appear in this matter on behalf of Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.
2. I am a partner in the law firm of Cooley LLP, 1299 Pennsylvania Ave., NW, Suite 700, Washington, DC 20004. My business telephone number is (202) 842-7826, my business facsimile number is (202) 842-7899, and my email address is bhughes@cooley.com.
3. I have been a member in good standing of the Bar of the State of Maryland since 2004 and of the Bar of the District of Columbia since 2006. I am also admitted to practice before the United States District Courts for the District of Maryland, the District of Columbia, and the Eastern District of Michigan.
4. I have never been disciplined, suspended, or disbarred by any court, nor have I been denied permission to appear *pro hac vice* in any court. I am not presently subject to any

FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM
NYSCEF DOC. NO. 8

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/14/2018

disciplinary proceedings. Attached hereto are true and correct copies of certificates of good standing of the Bar of the State of Maryland (Exhibit A) and the Bar of the District of Columbia (Exhibit B).

5. I have never previously applied for admission *pro hac vice* in the New York Supreme Court. I have never been sanctioned for a violation of New York statutes, rules or standards of professional conduct in any case.

6. I am familiar with and agree to comply with the standards of professional conduct imposed upon members of the Bar of the State of New York, including the Rules of the Courts and the Rules of Professional Responsibility.

7. I agree to be subject to the jurisdiction of the courts of New York with respect to any acts occurring during the course of my participation in the above-captioned matter.

Dated: March 14, 2018
Washington, DC

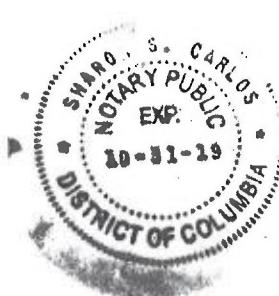


Brendan Hughes

Sworn to before me
this 14th day of March, 2018


Notary Public

SHARON S. CARLOS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires October 31, 2019



FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM
NYSCEF DOC. NO. 8

INDEX NO. 650870/2018
RECEIVED NYSCEF: 03/14/2018

EXHIBIT A

FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM
NYSCEF DOC. Case#1:13-mc-00660 Document 2063 (Court only) Filed 03/09/18 Page 1 of 1 NYSCEF: 03/14/2018

INDEX NO. 650870/2018



Certificate of Good Standing

UNITED STATES DISTRICT COURT DISTRICT OF MARYLAND

I, Felicia C. Cannon, Clerk of the United States District Court for the District of Maryland, certify that Brendan Joseph Hughes, Bar No. 17042, was duly admitted to practice in this Court on 5/7/2007, and is in good standing as a member of the Bar of this Court.

A handwritten signature of Felicia C. Cannon over a circular seal of the United States District Court for the District of Maryland.

Clerk of Court

Date: 3/9/2018

Sierra Dennison
Deputy Clerk

This Certificate is valid for 90 days from the date issued.

FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM
NYSCEF DOC. NO. 8

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/14/2018

EXHIBIT B

FILED: NEW YORK COUNTY CLERK 03/14/2018 04:31 PM

INDEX NO. 650870/2018

NYS

4/2018



On behalf of JULIO A. CASTILLO, Clerk of the District of Columbia Court of Appeals,
the District of Columbia Bar does hereby certify that

Brendan J. Hughes

was duly qualified and admitted on April 3, 2006 as an attorney and counselor entitled to
practice before this Court; and is, on the date indicated below, an **Active** member in good
standing of this Bar.

In Testimony Whereof,
I have hereunto subscribed my
name and affixed the seal of this
Court at the City of Washington,
D.C., on March 9, 2018.

Julio A. Castillo
JULIO A. CASTILLO
Clerk of the Court

Emily E. Jain
Issued By:
District of Columbia Bar Membership

For questions or concerns, please contact the D.C. Bar Membership Office at 202-626-3475 or email
memberservices@dcbar.org.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- X
SM KIDS, LLC, as successor-in-interest to
STELOR PRODUCTIONS, LLC, :
Plaintiffs, : INDEX No. 650870-2018
vs. : IAS Part 48 (MASLEY, J.S.C.)
GOOGLE LLC, ALPHABET INC., XXVI :
HOLDINGS INC., and JOHN AND/OR JANE :
DOES 1-100, inclusive, : ORDER OF ADMISSION *PRO HAC VICE*
Defendants. :
----- X

Brendan Hughes, Esq. having applied to this Court for admission *pro hac vice* to represent Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc. (collectively the "Defendants"), in this action, and said applicant having submitted in support thereof an affidavit of Nicholas A. Flath, Esq., a member of the Bar of the State of New York and attorney of record herein for Defendants, an affidavit of the applicant, Brendan Hughes, Esq. dated March 14, 2018, and Certificates of Good Standing from the jurisdictions in which the applicant was admitted to the practice of law, and the Court having reviewed the foregoing submissions and due deliberation having been had, it is now therefore

ORDERED, that the motion is granted on consent and Brendan Hughes, Esq. is permitted to appear and to participate in this action on behalf of Defendants; and it is further

ORDERED that he shall at all times be associated herein with counsel who is a member in good standing of the Bar of the State of New York and is attorney of record for the party in question and all pleadings, briefs and other papers filed with the Court shall be signed by the

attorney of record, who shall be held responsible for such papers and for the conduct of this action; and it is further

ORDERED that, pursuant to Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the Appellate Division, First Department, the attorney hereby admitted *pro hac vice* shall abide by the standards of professional conduct imposed upon members of the New York Bar, including the Rules of the Courts governing the conduct of attorneys and the Disciplinary Rules of the Code of Professional Responsibility; and it is further

ORDERED that he shall be subject to the jurisdiction of the Courts of the State of New York with respect to any acts occurring during the course of his participation in this matter; and it is further

ORDERED that said counsel shall notify the Court immediately of any matter or event in this or any other jurisdiction which affects his standing as a member of the Bar.

ENTER:

J.S.C.

At Commercial Part 48 of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse thereof, 60 Centre Street, New York, New York on the _____ day of _____, 2018.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC,

Plaintiff,

- against -

GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive,

Defendants.

Index No. 650870/2018

Justice Andrea Masley
Part 48

**ORDER TO SHOW CAUSE
ADMITTING BRUCE ISAACS
PRO HAC VICE**

Upon the accompanying affidavit of Geoffrey S. Brounell, dated March 15, 2018, and all papers annexed thereto, let cause be shown before this Court on the _____ day of March 2018, at _____ o'clock on that day, or as soon thereafter as counsel can be heard, at Room 242 of this Court at 60 Centre Street, New York, New York, 10007, why an order should not be made and entered granting the application of Bruce Isaacs for admission pro hac vice to represent Plaintiff SM Kids, LLC in this action, as well as for any other and further relief as the Court may deem just and equitable.

It is further ordered that service by of a copy of this Order to Show Cause and all accompanying papers by e-mail [as well as _____] on or before _____ 2018 upon counsel for Defendants shall be deemed good and sufficient.

SO ORDERED:

Dated: _____, 2018

Justice Andrea Masley

FILED: NEW YORK COUNTY CLERK 03/15/2018 03:35 PM
NYSCEF DOC. NO. 11

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC,

Index No. 650870/2018

Justice Andrea Masley
Part 48

Plaintiff,

- against -

GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive,

AFFIDAVIT OF GEOFFREY S. BROUNELL IN SUPPORT OF ORDER TO SHOW CAUSE TO ADMIT BRUCE ISAACS *PRO HAC VICE*

Defendants.

x

GEOFFREY S. BROUNELL, an attorney duly admitted to practice law in the courts of the State of New York, affirms as follows under the penalty of perjury pursuant to CPLR 2106:

1. I am an Associate at the law firm of Davis Wright Tremaine, and counsel to above-

named Plaintiff. I submit this affirmation in support of an order to show cause to admit Bruce Isaacs *pro hac vice* in this action pursuant to Section 520.11(a)(1) of the Rules of the Court of Appeals and Section 602.2(a) of the Rules of the Appellate Division, First Department.

2. I am currently an attorney in good standing having been admitted to practice by the Appellate Division of the Supreme Court of the State of New York, Third Department, since 2009.

3. Bruce Isaacs is a Partner of Davis Wright Tremaine LLP. He respectfully requests that he be admitted *pro hac vice* for the purpose of representing the above-named Plaintiff in this matter. He is currently an attorney in good standing before the Bar of the State of California. Bruce Isaacs has not been admitted *pro hac vice* before the Supreme Court of the State of New York in other unrelated matters.

FILED: NEW YORK COUNTY CLERK 03/15/2018 03:35 PM
NYSCEF DOC. NO. 11

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018

4. I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

WHEREFORE, the undersigned counsel respectfully requests that the Court admit Bruce Isaacs *pro hac vice* in connection with the above-captioned matter pursuant to Section 520.11(a)(1) of the Rules of the Court of Appeals and Section 602.2(a) of the Rules of the Appellate Division, First Department.

Dated: New York, New York
March 15, 2018

Respectfully submitted,

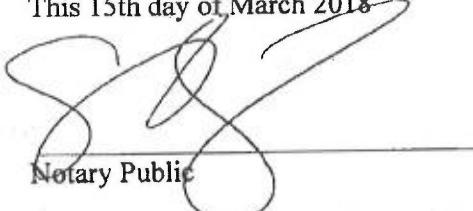
DAVIS WRIGHT TREMAINE LLP

By: 
Geoffrey S. Brounelli

1251 Avenue of the Americas, 21st floor
New York, New York 10020
Tel: (212) 489-8230
Fax: (212) 489-8340
geoffreybrounelli@dwt.com

Attorneys for Plaintiff

Subscribed and sworn to before me
This 15th day of March 2018


Notary Public
SHIRLEY WONG
Notary Public, State of New York
No. 01WO6088427
Qualified in Queens County
Commission Expires March 31, 2019

FILED: NEW YORK COUNTY CLERK 03/15/2018 03:35 PM
NYSCEF DOC. NO. 12

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

.....
 SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC, : Index No. 650870/2018
 Plaintiff, : Justice Andrea Masley
 : Part 48
 - against - : **AFFIDAVIT OF BRUCE ISAACS
IN SUPPORT OF ORDER TO
SHOW CAUSE FOR ADMISSION
PRO HAC VICE**
 GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive, :
 Defendants. x

BRUCE ISAACS, being duly sworn, hereby states as follows:

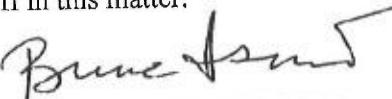
1. I am a Partner of Davis Wright Tremaine LLP. I submit this affidavit in support of an order to show cause to be admitted *pro hac vice* in this action pursuant to Section 520.11(a)(1) of the Rules of the Court of Appeals and Section 602.2(a) of the Rules of the Appellate Division, First Department.
2. I have been a member in good standing of the Bar of the State of California since 1981.
3. There are no disciplinary proceedings pending against me as a member of the Bar of any jurisdiction. Nor have I ever been disbarred, suspended, denied admission to practice or subject to a disciplinary proceeding in any jurisdiction. Attached hereto as Exhibit 1 is a current copy of a Certificate of Good Standing from the Supreme Court of California.
4. I have not previously sought admission *pro hac vice* in the Supreme Court of the State of New York.

FILED: NEW YORK COUNTY CLERK 03/15/2018 03:35 PM
NYSCEF DOC. NO. 12

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018

5. Based on the foregoing, I respectfully request that the Court admit me *pro hac vice* to participate as counsel for the above-named Plaintiff in this matter.



BRUCE ISAACS

Subscribed and sworn to before me
this 14th day of March 2018



Notary Public



FILED: NEW YORK COUNTY CLERK 03/15/2018 03:35 PM
NYSCEF DOC. NO. 12

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me

on this 18 day of March, 2018,
Date Month Year

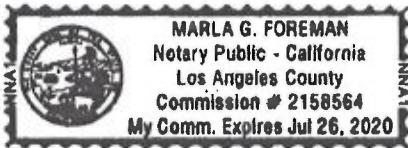
by (1) Bruce Isaacs

(and (2)) Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.

Signature Marla G. Foreman
Signature of Notary Public

Seal
Place Notary Seal Above



FILED: NEW YORK COUNTY CLERK 03/15/2018 03:35 PM
NYSCEF DOC. NO. 12

INDEX NO. 650870/2018
RECEIVED NYSCEF: 03/15/2018

Exhibit 1

FILED: NEW YORK COUNTY CLERK 03/15/2018 03:35 PM
NYSCEF DOC. NO. 12

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018



**THE STATE BAR
OF CALIFORNIA**

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1617

TELEPHONE: 888-800-3400

CERTIFICATE OF STANDING

January 23, 2018

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, BRUCE ALAN ISAACS, #100926 was admitted to the practice of law in this state by the Supreme Court of California on December 1, 1981; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Trustees or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Dina DiLoreto".

Dina DiLoreto
Custodian of Membership Records

At Commercial Part 48 of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse thereof, 60 Centre Street, New York, New York on the _____ day of _____, 2018.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC,

Plaintiff,

- against -

GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive,

Defendants.

x
Index No. 650870/2018

Justice Andrea Masley
Part 48

**[PROPOSED] ORDER
ADMITTING BRUCE ISAACS
PRO HAC VICE**

Bruce Isaacs, Esq., having applied to this Court for admission pro hac vice to represent Plaintiff SM Kids, LLC in this action, and applicant having submitted an affidavit of Geoffrey S. Brounelli, Esq., a member of the Bar of the State of New York and attorney of record herein for SM Kids, LLC, an affidavit of the applicant dated March 14, 2018, and a Certificate in Good Standing from the jurisdiction in which the applicant was admitted to the practice of law, and the Court having reviewed the foregoing submissions and due deliberation having been had, it is now therefore

ORDERED that the motion is granted and Bruce Isaacs, Esq. is permitted to appear and to participate in this action on behalf of SM Kids, LLC; and it is further

ORDERED that he shall at all times be associated herein with counsel who is a member in good standing of the Bar of the State of New York and is attorney of record for the party in

question and all pleadings, briefs and other papers filed with the Court shall be signed and filed by the attorney of record, who shall be held responsible for such papers and for the conduct of this action; and it is further

ORDERED that, pursuant to Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the Appellate Division, First Department, the attorney hereby admitted pro hac vice shall abide by the standards of professional conduct imposed upon members of the New York Bar, including the Rules of the Courts governing the conduct of attorneys and the Disciplinary Rules of the Code of Professional Responsibility; and it is further

ORDERED that he/she shall be subject to the jurisdiction of the Courts of the State of New York with respect to any acts occurring during the course of his participation in this matter; and it is further

ORDERED that counsel shall notify the Court immediately of any matter or event in this or any other jurisdiction which affects his/her standing as a member of the Bar.

SO ORDERED:

Dated: _____, 2018

Justice Andrea Masley

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

At Commercial Part 48 of the
Supreme Court of the State of New
York, held in and for the County of
New York, at the Courthouse
thereof, 60 Centre Street, New York,
New York on the _____ day of
_____, 2018.

SM KIDS, LLC, a Delaware limited liability
company, as successor-in-interest to STELOR
PRODUCTIONS, LLC,

Plaintiff,

- against -

GOOGLE LLC, a Delaware limited liability
company; ALPHABET INC., a Delaware
corporation; XXVI HOLDINGS INC., a
Delaware corporation; and JOHN AND/OR
JANE DOES 1-100, Inclusive,

Defendants. x

Index No. 650870/2018

Justice Andrea Masley
Part 48

**ORDER TO SHOW CAUSE
ADMITTING ROBERT A.
WYMAN *PRO HAC VICE***

Upon the accompanying affidavit of Geoffrey S. Brounell, dated March 15, 2018, and all
papers annexed thereto, let cause be shown before this Court on the _____ day of
March 2018, at _____ o'clock on that day, or as soon thereafter as counsel can be heard, at
Room 242 of this Court at 60 Centre Street, New York, New York, 10007, why an order should
not be made and entered granting the application of Robert A. Wyman for admission pro hac vice
to represent Plaintiff SM Kids, LLC in this action, as well as for any other and further relief as the
Court may deem just and equitable.

It is further ordered that service by of a copy of this Order to Show Cause and all accompanying papers by e-mail [as well as _____] on or before _____, 2018 upon counsel for Defendants shall be deemed good and sufficient.

SO ORDERED:

Dated: _____, 2018

Justice Andrea Masley

FILED: NEW YORK COUNTY CLERK 03/15/2018 04:00 PM
NYSCEF DOC. NO. 15

INDEX NO. 650870/2018
RECEIVED NYSCEF: 03/15/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

.....
 SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC, : Index No. 650870/2018
 Plaintiff, : Justice Andrea Masley
 : Part 48
 - against - :
 GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive, :
 Defendants. x

AFFIDAVIT OF GEOFFREY S. BROUNELL IN SUPPORT OF ORDER TO SHOW CAUSE TO ADMIT ROBERT A. WYMAN *PRO HAC VICE*

GEOFFREY S. BROUNELL, an attorney duly admitted to practice law in the courts of the State of New York, affirms as follows under the penalty of perjury pursuant to CPLR 2106:

1. I am an Associate at the law firm of Davis Wright Tremaine, and counsel to above-named Plaintiff. I submit this affirmation in support of an order to show cause to admit Robert A. Wyman *pro hac vice* in this action pursuant to Section 520.11(a)(1) of the Rules of the Court of Appeals and Section 602.2(a) of the Rules of the Appellate Division, First Department.
2. I am currently an attorney in good standing having been admitted to practice by the Appellate Division of the Supreme Court of the State of New York, Third Department, since 2009.
3. Robert A. Wyman is a Partner of Davis Wright Tremaine LLP. He respectfully requests that he be admitted *pro hac vice* for the purpose of representing the above-named Plaintiff in this matter. He is currently an attorney in good standing before the Bar of the State of California. Robert A. Wyman has not been admitted *pro hac vice* before the Supreme Court of the State of New York in other unrelated matters.

FILED: NEW YORK COUNTY CLERK 03/15/2018 04:00 PM
NYSCEF DOC. NO. 15

INDEX NO. 650870/2018
RECEIVED NYSCEF: 03/15/2018

4. I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

WHEREFORE, the undersigned counsel respectfully requests that the Court admit Robert A. Wyman *pro hac vice* in connection with the above-captioned matter pursuant to Section 520.11(a)(1) of the Rules of the Court of Appeals and Section 602.2(a) of the Rules of the Appellate Division, First Department.

Dated: New York, New York
March 15, 2018

Respectfully submitted,

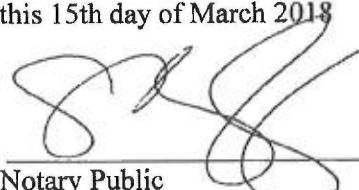
DAVIS WRIGHT TREMAINE LLP

By: 
Geoffrey S. Brounell

1251 Avenue of the Americas, 21st floor
New York, New York 10020
Tel: (212) 489-8230
Fax: (212) 489-8340
geoffreybrounell@dwt.com

Attorneys for Plaintiff

Subscribed and sworn to before me
this 15th day of March 2018


Notary Public

SHIRLEY WONG
Notary Public, State of New York
No. 01W06088427
Qualified in Queens County
Commission Expires March 31, 2018

FILED: NEW YORK COUNTY CLERK 03/15/2018 04:00 PM
NYSCEF DOC. NO. 16

INDEX NO. 650870/2018
RECEIVED NYSCEF: 03/15/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

 SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC, : Index No. 650870/2018
 Plaintiff, : Justice Andrea Masley
 : Part 48
 - against - :
 GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive, :
 Defendants. ----- x

**AFFIDAVIT OF ROBERT A.
WYMAN IN SUPPORT OF ORDER
TO SHOW CAUSE FOR
ADMISSION *PRO HAC VICE***

ROBERT A. WYMAN, being duly sworn, hereby states as follows:

1. I am a Partner of Davis Wright Tremaine LLP. I submit this affidavit in support of an order to show cause to be admitted *pro hac vice* in this action pursuant to Section 520.11(a)(1) of the Rules of the Court of Appeals and Section 602.2(a) of the Rules of the Appellate Division, First Department.
2. I have been a member in good standing of the Bar of the State of California since 1984.
3. There are no disciplinary proceedings pending against me as a member of the Bar of any jurisdiction. Nor have I ever been disbarred, suspended, denied admission to practice or subject to a disciplinary proceeding in any jurisdiction. Attached hereto as Exhibit 1 is a current copy of a Certificate of Good Standing from the Supreme Court of California.
4. I have not previously sought admission *pro hac vice* in the Supreme Court of the State of New York.

FILED: NEW YORK COUNTY CLERK 03/15/2018 04:00 PM
NYSCEF DOC. NO. 16

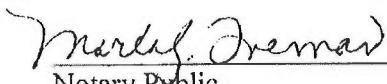
INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018

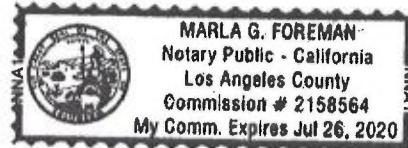
5. Based on the foregoing, I respectfully request that the Court admit me *pro hac vice* to participate as counsel for the above-named Plaintiff in this matter.


ROBERT A. WYMAN

Subscribed and sworn to before me
this 15 th day of March 2018



Notary Public



FILED: NEW YORK COUNTY CLERK 03/15/2018 04:00 PM
NYSCEF DOC. NO. 16

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

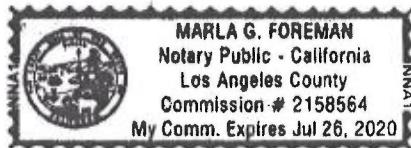
State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me

on this 15 day of March, 2018,
Date Month Year

by
(1) Robert A. Wyman

(and (2) N/A),
Name(s) of Signer(s)



proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.

Signature Marla G. Foreman
Signature of Notary Public

Seal
Place Notary Seal Above

FILED: NEW YORK COUNTY CLERK 03/15/2018 04:00 PM
NYSCEF DOC. NO. 16

INDEX NO. 650870/2018
RECEIVED NYSCEF: 03/15/2018

Exhibit 1

FILED: NEW YORK COUNTY CLERK 03/15/2018 04:00 PM
NYSCEF DOC. NO. 16

INDEX NO. 650870/2018

RECEIVED NYSCEF: 03/15/2018



THE STATE BAR
OF CALIFORNIA

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1617

TELEPHONE: 888-800-3400

CERTIFICATE OF STANDING

January 23, 2018

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, ROBERT ALAN WYMAN, #116975 was admitted to the practice of law in this state by the Supreme Court of California on December 3, 1984; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Trustees or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Dina DiLoreto".

Dina DiLoreto
Custodian of Membership Records

At Commercial Part 48 of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse thereof, 60 Centre Street, New York, New York on the _____ day of _____, 2018.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC,

Plaintiff,

- against -

GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive,

Defendants.

Index No. 650870/2018

Justice Andrea Masley
Part 48

**[PROPOSED] ORDER
ADMITTING ROBERT A.
WYMAN *PRO HAC VICE***

Robert A. Wyman, Esq., having applied to this Court for admission pro hac vice to represent Plaintiff SM Kids, LLC in this action, and applicant having submitted an affidavit of Geoffrey S. Brounell, Esq., a member of the Bar of the State of New York and attorney of record herein for SM Kids, LLC, an affidavit of the applicant dated March 15, 2018, and a Certificate in Good Standing from the jurisdiction in which the applicant was admitted to the practice of law, and the Court having reviewed the foregoing submissions and due deliberation having been had, it is now therefore

ORDERED that the motion is granted and Robert A. Wyman, Esq. is permitted to appear and to participate in this action on behalf of SM Kids, LLC; and it is further

ORDERED that he shall at all times be associated herein with counsel who is a member in good standing of the Bar of the State of New York and is attorney of record for the party in

question and all pleadings, briefs and other papers filed with the Court shall be signed and filed by the attorney of record, who shall be held responsible for such papers and for the conduct of this action; and it is further

ORDERED that, pursuant to Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the Appellate Division, First Department, the attorney hereby admitted pro hac vice shall abide by the standards of professional conduct imposed upon members of the New York Bar, including the Rules of the Courts governing the conduct of attorneys and the Disciplinary Rules of the Code of Professional Responsibility; and it is further

ORDERED that he/she shall be subject to the jurisdiction of the Courts of the State of New York with respect to any acts occurring during the course of his participation in this matter; and it is further

ORDERED that counsel shall notify the Court immediately of any matter or event in this or any other jurisdiction which affects his/her standing as a member of the Bar.

SO ORDERED:

Dated: _____, 2018

Justice Andrea Masley

FILED: NEW YORK COUNTY CLERK 03/19/2018 INDEX NO. 650870/2018 PI

NYSCEF DOC. NO. 18

RECEIVED NYSCEF: 03/19/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

At Commercial Part 48 of the
Supreme Court of the State of New
York, held in and for the County of
New York, at the Courthouse
thereof, 60 Centre Street, New York,
New York on the 1 day of
March, 2018.

SM KIDS, LLC, a Delaware limited liability
company, as successor-in-interest to STELOR
PRODUCTIONS, LLC,

Plaintiff,

- against -

GOOGLE LLC, a Delaware limited liability
company; ALPHABET INC., a Delaware
corporation; XXVI HOLDINGS INC., a
Delaware corporation; and JOHN AND/OR
JANE DOES 1-100, Inclusive,

Defendants. x

Index No. 650870/2018

Justice Andrea Masley
Part 48

**ORDER TO SHOW CAUSE
ADMITTING BRUCE ISAACS
PRO HAC VICE**

MOTION SEQUENCE #002

Upon the accompanying affidavit of Geoffrey S. Brounell, dated March 15, 2018, and all
papers annexed thereto, let cause be shown before this Court on the 109th day of April, 2018,
March 2018, at 10:45 AM o'clock on that day, or as soon thereafter as counsel can be heard, at
Room 242 of this Court at 60 Centre Street, New York, New York, 10007, why an order should
not be made and entered granting the application of Bruce Isaacs for admission pro hac vice to
represent Plaintiff SM Kids, LLC in this action, as well as for any other and further relief as the
Court may deem just and equitable.

FILED: NEW YORK COUNTY CLERK 03/19/2018 12:45 PM

NYSCEF DOC. NO. 18

RECEIVED NYSCEF: 03/19/2018

It is further ordered that service by of a copy of this Order to Show Cause and all accompanying papers by e-mail [as well as _____] on or before March 20, 2018 2018 upon counsel for Defendants shall be deemed good and sufficient.

SO ORDERED:

Dated: March 19, 2018


Justice Andrea Masley
HON. ANDREA MASLEY

NO PREVIOUS APPLICATION HAS
BEEN MADE *TMB*
REQUESTED *TMB* INITIAL

ORDERED, that opposition papers, if any, shall be served on the Contest all papers on or before March 30, 2018.

No oral argument unless opposition filed

~~ORAL ARGUMENT
DIRECTED~~

~~JSC~~

FILED: NEW YORK COUNTY CLERK 03/19/2018 12:50 PM INDEX NO. 650870/2018

NYSCEF DOC. NO. 19

RECEIVED NYSCEF: 03/19/2018

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SM KIDS, LLC, a Delaware limited liability company, as successor-in-interest to STELOR PRODUCTIONS, LLC,

Plaintiff,

- against -

GOOGLE LLC, a Delaware limited liability company; ALPHABET INC., a Delaware corporation; XXVI HOLDINGS INC., a Delaware corporation; and JOHN AND/OR JANE DOES 1-100, Inclusive,

Defendants. x

Upon the accompanying affidavit of Geoffrey S. Brounelli, dated March 15, 2018, and all papers annexed thereto, let cause be shown before this Court on the 2nd day of April March 2018, at 10 AM o'clock on that day, or as soon thereafter as counsel can be heard, at Room 242 of this Court at 60 Centre Street, New York, New York, 10007, why an order should not be made and entered granting the application of Robert A. Wyman for admission pro hac vice to represent Plaintiff SM Kids, LLC in this action, as well as for any other and further relief as the Court may deem just and equitable.

At Commercial Part 48 of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse thereof, 60 Centre Street, New York, New York on the 19 day of April, 2018.

Index No. 650870/2018

Justice Andrea Masley
Part 48

**ORDER TO SHOW CAUSE
ADMITTING ROBERT A.
WYMAN PRO HAC VICE**

MOTION SEQUENCE # 003

FILED: NEW YORK COUNTY CLERK 03/19/2018 12:50 PM INDEXED 03/19/2018 12:50 PM

NYSCEF DOC. NO. 19

RECEIVED NYSCEF: 03/19/2018

It is further ordered that service by of a copy of this Order to Show Cause and all accompanying papers by e-mail [as well as _____] on or before March 20, 2018 2018 upon counsel for Defendants shall be deemed good and sufficient.

SO ORDERED:

Dated: March 19, 2018

NO PREVIOUS APPLICATION HAS
BEEN MADE FOR THE RELIEF
REQUESTED HEREIN. TMB
(INITIAL)

Justice Andrea Masley

HON. ANDREA MASLEY

ORDERED, that opposition papers, if any,
shall be served on the Court and all parties
on or before March 30, 2018.

No oral argument unless opposition filed

~~ORAL ARGUMENT
DIRECTED~~

~~I.S.C.~~

FILED: NEW YORK COUNTY CLERK 03/21/2018 INDEX NO. 650870-2018

NYSCEF DOC. NO. 20

RECEIVED NYSCEF 03/21/2018

At I.A.S. Part 48
Supreme Court of the State of New
York, held in and for the County of
New York, at the County Courthouse,
on the 19th day of March, 2018

Masley

2018

Present:

Hon.

Justice

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- X
SM KIDS, LLC, as successor-in-interest to
STELOR PRODUCTIONS, LLC,

Plaintiffs,

vs.

GOOGLE LLC, ALPHABET INC., XXVI
HOLDINGS INC., and JOHN AND/OR JANE
DOES 1-100, inclusive,

Defendants.

INDEX No. 650870-2018

IAS Part 48 (MASLEY, J.S.C.)

ORDER TO SHOW CAUSE FOR
ADMISSION PRO HAC VICE

MOTIONSEQUENCE # 001

----- X

Upon the Affirmation of Nicholas Flath, Esq. dated March 14, 2018, the Affidavit of
Brendan Hughes, Esq. dated March 14, 2018, and the exhibits attached thereto, submitted on
behalf of Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.,

Let the Plaintiff show cause before this Court at IAS Part 48 in Room 242, at 60 Centre
Street, New York, New York on the 2nd day of April 2018 at 10 in the AM, or as
soon as thereafter as counsel can be heard, why an order should not be entered pursuant to
Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the
Appellate Division, First Department, admitting Brendan Hughes, Esq. *pro hac vice* to appear in
this matter on behalf of Defendants Google LLC, Alphabet Inc., and XXVI Holdings Inc.

being alleged
Sufficient reason appearing therefor, let service of a copy of this order, together with a

copy of the papers upon which it was granted, upon Plaintiff's attorney by email on or before the

20th day of April 2018 be deemed good and sufficient service and notice.

ENTER:

Andrea Masley
J.S.C.
HON. ANDREA MASLEY

No oral argument unless for
Opposition by 3/30/18